

**Internal Revenue Service**  
**P. O. Box 2508**  
**Cincinnati, OH 45201**

**Department of the Treasury**

**Date:** November 23, 2011

Kim Barker  
ProPublica  
One Exchange Plaza 23<sup>rd</sup> Floor  
New York, NY 10006

**Person to Contact:**

Karen Batey 0202939

**Toll Free Telephone Number:**

877-829-5500

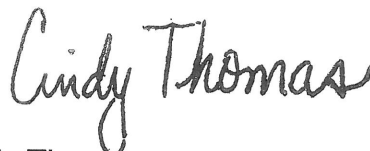
Dear Sir or Madam:

This is in response to your November 22, 2011, request for copies of records for 2020 Action Fund.

Enclosed are the copies you requested.

If you have any questions, please call us at the telephone number shown in the heading of this letter.

Sincerely,

A handwritten signature in black ink that reads "Cindy Thomas". The signature is written in a cursive, flowing style.

Cindy Thomas  
Manager, Exempt Organizations  
Determinations

INTERNAL REVENUE SERVICE  
P. O. BOX 2508  
CINCINNATI, OH 45201

*File GYM*

DEPARTMENT OF THE TREASURY

Date: 2011

2020 ACTION FUND INC  
PO BOX 962186  
BOSTON, MA 02196-2186

Employer Identification Number:  
26-3506765  
DLN:  
17053139316020  
Contact Person:  
MRS. R. MEDLEY ID# 52402  
Contact Telephone Number:  
(877) 829-5500  
Accounting Period Ending:  
December 31  
Form 990 Required:  
YES  
Effective Date of Exemption:  
October 8, 2008  
Contribution Deductibility:  
NO

Dear Applicant:

We are pleased to inform you that upon review of your application for tax-exempt status we have determined that you are exempt from Federal income tax under section 501(c)(4) of the Internal Revenue Code. Because this letter could help resolve any questions regarding your exempt status, you should keep it in your permanent records.

Please see enclosed Publication 4221-NC, Compliance Guide for Tax-Exempt Organizations (Other than 501(c)(3) Public Charities and Private Foundations), for some helpful information about your responsibilities as an exempt organization.

Sincerely,

*Lois G. Lerner*

Lois G. Lerner  
Director, Exempt Organizations

Enclosure: Publication 4221-NC

Letter 948 (DO/CG)

*Auty Y. Esby*

4-27-11



# Application for Recognition of Exemption Under Section 501(a)

OMB No. 1545-0057

If exempt status is approved,  
this application will be open  
for public inspection.

Read the instructions for each Part carefully. **A User Fee must be attached to this application.**

If the required information and appropriate documents are not submitted along with Form 8718 (with payment of the appropriate user fee), the application may be returned to the organization.

**Complete the Procedural Checklist on page 6 of the instructions.**

## Part I. Identification of Applicant (Must be completed by all applicants; also complete appropriate schedule.)

Submit only the schedule that applies to your organization. Do not submit blank schedules.

Check the appropriate box below to indicate the section under which the organization is applying:

- a ☐ Section 501(c)(2)—Title holding corporations (Schedule A, page 7)
- b ☒ Section 501(c)(4)—Civic leagues, social welfare organizations (including certain war veterans' organizations), or local associations of employees (Schedule B, page 8)
- c ☐ Section 501(c)(5)—Labor, agricultural, or horticultural organizations (Schedule C, page 9)
- d ☐ Section 501(c)(6)—Business leagues, chambers of commerce, etc. (Schedule C, page 9)
- e ☐ Section 501(c)(7)—Social clubs (Schedule D, page 11)
- f ☐ Section 501(c)(8)—Fraternal beneficiary societies, etc., providing life, sick, accident, or other benefits to members (Schedule E, page 12)
- g ☐ Section 501(c)(9)—Voluntary employees' beneficiary associations (Parts I through IV and Schedule F, page 14)
- h ☐ Section 501(c)(10)—Domestic fraternal societies, orders, etc., not providing life, sick, accident, or other benefits (Schedule E, page 13)
- i ☐ Section 501(c)(12)—Benevolent life insurance associations, mutual ditch or irrigation companies, mutual or cooperative telephone companies, or like organizations (Schedule G, page 15)
- j ☐ Section 501(c)(13)—Cemeteries, crematoria, and like corporations (Schedule H, page 16)
- k ☐ Section 501(c)(15)—Mutual insurance companies or associations, other than life or marine (Schedule I, page 17)
- l ☐ Section 501(c)(17)—Trusts providing for the payment of supplemental unemployment compensation benefits (Parts I through IV and Schedule J, page 18)
- m ☐ Section 501(c)(19)—A post, organization, auxiliary unit, etc., of past or present members of the Armed Forces of the United States (Schedule K, page 19)
- n ☐ Section 501(c)(25)—Title holding corporations or trusts (Schedule A, page 7)

1a Full name of organization (as shown in organizing document) <b>2020 ACTION FUND, INC.</b>		2 Employer identification number (EIN) (if none, see <b>Specific Instructions</b> on page 2) <b>26 : 3506765</b>
1b c/o Name (if applicable)		3 Name and telephone number of person to be contacted if additional information is needed  <b>R. BROOKE COLEMAN</b>  <b>( 857 ) 719-9766</b>
1c Address (number and street) <b>PO BOX 962186</b>	Room/Suite	
1d City, town or post office, state, and ZIP + 4 If you have a foreign address, see <b>Specific Instructions</b> for Part I, page 2. <b>BOSTON, MA 02196-2186</b>		
1e Web site address <b>www.2020actionfund.org</b>	4 Month the annual accounting period ends <b>DECEMBER</b>	5 Date incorporated or formed <b>OCTOBER 8, 2008</b>
6 Did the organization previously apply for recognition of exemption under this Code section or under any other section of the Code? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," attach an explanation.		
7 Has the organization filed Federal income tax returns or exempt organization information returns? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," state the form numbers, years filed, and Internal Revenue office where filed.		

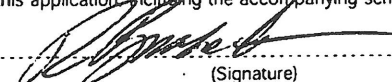
## 8 Check the box for the type of organization. ATTACH A CONFORMED COPY OF THE CORRESPONDING ORGANIZING DOCUMENTS TO THE APPLICATION BEFORE MAILING.

- a ☒ Corporation— Attach a copy of the Articles of Incorporation (including amendments and restatements) showing approval by the appropriate state official; also attach a copy of the bylaws.
- b ☐ Trust— Attach a copy of the Trust Indenture or Agreement, including all appropriate signatures and dates.
- c ☐ Association— Attach a copy of the Articles of Association, Constitution, or other creating document, with a declaration (see instructions) or other evidence that the organization was formed by adoption of the document by more than one person. Also include a copy of the bylaws.

If this is a corporation or an unincorporated association that has not yet adopted bylaws, check here ☐

I declare under the penalties of perjury that I am authorized to sign this application on behalf of the above organization, and that I have examined this application, including the accompanying schedules and attachments, and to the best of my knowledge it is true, correct, and complete.

PLEASE  
SIGN  
HERE

  
(Signature)

**R. BROOKE COLEMAN, PRESIDENT**  
POSTMARK name and title or **RECEIVED**

**4/19/2010**

(Date)

For Paperwork Reduction Act Notice, see page 5 of the instructions.

Cat. No. 12343K

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MAY 06 '10

CINCINNATI

**Part II. Activities and Operational Information** (Must be completed by all applicants)

- 1 Provide a detailed narrative description of all the activities of the organization—past, present, and planned. Do not merely refer to or repeat the language in the organizational document. List each activity separately in the order of importance based on the relative time and other resources devoted to the activity. Indicate the percentage of time for each activity. Each description should include, as a minimum, the following: (a) a detailed description of the activity including its purpose and how each activity furthers your exempt purpose; (b) when the activity was or will be initiated; and (c) where and by whom the activity will be conducted.

**PLEASE SEE ATTACHMENT #1 FOR A COMPLETE RESPONSE TO THIS ITEM.**

- 2 List the organization's present and future sources of financial support, beginning with the largest source first.

**The first round of fundraising (2008) consisted of private solicitations to a small group of individuals (roughly 6 people). These 6 individuals contributed (as gifts) the roughly \$70,000 raised in late 2008. There were no formal fundraising campaigns in 2008, and we did not receive any institutional funding. In 2009, the organization did not conduct fundraising activities, formally or informally. The organization will start fundraising again in May 2010. The fundraising effort will focus on individuals pre-identified as likely or possible contributors to this type of activity (clean energy, climate and sustainable development). We expect to solicit contributions from roughly 50 individuals by the end of 2010, and have a goal of receiving contributions from roughly 30 of those individuals. There are no plans for formal fundraising events (e.g. fundraising dinners) or formal solicitations (e.g. mail, e-mail, etc.) at this time. The organization prefers to conduct fundraising with minimal overhead costs.**

**Part II. Activities and Operational Information (continued)****3** Give the following information about the organization's governing body:

a Names, addresses, and titles of officers, directors, trustees, etc.	b Annual compensation
<b>R. BROOKE COLEMAN, PRESIDENT</b> <b>PO BOX 962186, BOSTON, MA 02196</b>	<p style="text-align: center;"><b>NONE</b></p>
<b>MILES M. COOLEY, TREASURER</b> <b>355 S. GRAND AVENUE, SUITE 2900, LOS ANGELES, CA 90071</b>	<p style="text-align: center;"><b>NONE</b></p>
<b>WILLIAM KHEEL, BOARD MEMBER</b> <b>533 LOS ANGELES STREET, LOS ANGELES, CA 90013</b>	<p style="text-align: center;"><b>NONE</b></p>

**4** If the organization is the outgrowth or continuation of any form of predecessor, state the name of each predecessor, the period during which it was in existence, and the reasons for its termination. Submit copies of all papers by which any transfer of assets was effected.

**N/A**

**5** If the applicant organization is now, or plans to be, connected in any way with any other organization, describe the other organization and explain the relationship (e.g., financial support on a continuing basis; shared facilities or employees; same officers, directors, or trustees).

**PLEASE SEE ATTACHMENT #1 FOR A COMPLETE RESPONSE TO THIS ITEM.**

**6** If the organization has capital stock issued and outstanding, state: **(1)** class or classes of the stock; **(2)** number and par value of the shares; **(3)** consideration for which they were issued; and **(4)** if any dividends have been paid or whether your organization's creating instrument authorizes dividend payments on any class of capital stock.

**N/A**

**7** State the qualifications necessary for membership in the organization; the classes of membership (with the number of members in each class); and the voting rights and privileges received. If any group or class of persons is required to join, describe the requirement and explain the relationship between those members and members who join voluntarily. Submit copies of any membership solicitation material. Attach sample copies of all types of membership certificates issued.

**N/A**

**8** Explain how your organization's assets will be distributed on dissolution.

**Upon dissolution, our assets will be distributed to another organization, corporation, or fund that is exempt from federal income tax under Sections 501(c)(3) or 501(c)(4) of the Internal Revenue Code.**

**Part II. Activities and Operational Information (continued)**

- 9 Has the organization made or does it plan to make any distribution of its property or surplus funds to shareholders or members? ☐ Yes ☒ No  
If "Yes," state the full details, including: (1) amounts or value; (2) source of funds or property distributed or to be distributed; and (3) basis of, and authority for, distribution or planned distribution.
- 10 Does, or will, any part of your organization's receipts represent payments for services performed or to be performed? ☐ Yes ☒ No  
If "Yes," state in detail the amount received and the character of the services performed or to be performed.
- 11 Has the organization made, or does it plan to make, any payments to members or shareholders for services performed or to be performed? ☐ Yes ☒ No  
If "Yes," state in detail the amount paid, the character of the services, and to whom the payments have been, or will be, made.
- 12 Does the organization have any arrangement to provide insurance for members, their dependents, or others (including provisions for the payment of sick or death benefits, pensions, or annuities)? ☐ Yes ☒ No  
If "Yes," describe and explain the arrangement's eligibility rules and attach a sample copy of each plan document and each type of policy issued.
- 13 Is the organization under the supervisory jurisdiction of any public regulatory body, such as a social welfare agency, etc.? ☐ Yes ☒ No  
If "Yes," submit copies of all administrative opinions or court decisions regarding this supervision, as well as copies of applications or requests for the opinions or decisions.
- 14 Does the organization now lease or does it plan to lease any property? ☐ Yes ☒ No  
If "Yes," explain in detail. Include the amount of rent, a description of the property, and any relationship between the applicant organization and the other party. Also, attach a copy of any rental or lease agreement. (If the organization is a party, as a lessor, to multiple leases of rental real property under similar lease agreements, please attach a single representative copy of the leases.)
- 15 Has the organization spent or does it plan to spend any money attempting to influence the selection, nomination, election, or appointment of any person to any Federal, state, or local public office or to an office in a political organization? ☒ Yes ☐ No  
If "Yes," explain in detail and list the amounts spent or to be spent in each case.
- PLEASE SEE ATTACHMENT #1, UNDER "STATEMENT OF LOBBYING AND POLITICAL ACTIVITY," FOR A COMPLETE RESPONSE TO THIS ITEM.**
- 16 Does the organization publish pamphlets, brochures, newsletters, journals, or similar printed material? ☐ Yes ☒ No  
If "Yes," attach a recent copy of each.

**Part III. Financial Data** (Must be completed by all applicants)

Complete the financial statements for the current year and for each of the 3 years immediately before it. If in existence less than 4 years, complete the statements for each year in existence. If in existence less than 1 year, also provide proposed budgets for the 2 years following the current year.

**A. Statement of Revenue and Expenses**

Revenue	(a) Current Tax Year	3 Prior Tax Years or Proposed Budget for Next 2 Years			(e) Total
	From 1/1/10 To 3/31/10	(b) 2009	(c) 2008	(d) .....	
1 Gross dues and assessments of members . . . . .					
2 Gross contributions, gifts, etc. . . . .	0	0	73,000		73,000
3 Gross amounts derived from activities related to the organization's exempt purpose (attach schedule) (Include related cost of sales on line 9.)					
4 Gross amounts from unrelated business activities (attach schedule)					
5 Gain from sale of assets, excluding inventory items (attach schedule) . . . . .					
6 Investment income (see page 3 of the instructions)					
7 Other revenue (attach schedule). . . . .					
8 Total revenue (add lines 1 through 7) . . . . .	0	0	73,000		73,000
<b>Expenses</b>					
9 Expenses attributable to activities related to the organization's exempt purposes. . . . .	5,000	680	50,207		55,887
10 Expenses attributable to unrelated business activities					
11 Contributions, gifts, grants, and similar amounts paid (attach schedule). . . . .					
12 Disbursements to or for the benefit of members (attach schedule)					
13 Compensation of officers, directors, and trustees (attach schedule)					
14 Other salaries and wages. . . . .					
15 Interest . . . . .					
16 Occupancy . . . . .					
17 Depreciation and depletion . . . . .					
18 Other expenses (attach schedule) . . . . .					
19 Total expenses (add lines 9 through 18) . . . . .	5,000	680	50,207		55,887
20 Excess of revenue over expenses (line 8 minus line 19) . . . . .	(5,000)	(680)	22,793		17,113

**B. Balance Sheet (at the end of the period shown)**

		Current Tax Year as of 3/31/2010	
<b>Assets</b>		1	17,113
1 Cash . . . . .		2	
2 Accounts receivable, net . . . . .		3	
3 Inventories . . . . .		4	
4 Bonds and notes receivable (attach schedule) . . . . .		5	
5 Corporate stocks (attach schedule). . . . .		6	
6 Mortgage loans (attach schedule) . . . . .		7	
7 Other investments (attach schedule) . . . . .		8	
8 Depreciable and depletable assets (attach schedule) . . . . .		9	
9 Land . . . . .		10	
10 Other assets (attach schedule) . . . . .		11	17,113
11 <b>Total assets</b> . . . . .			
<b>Liabilities</b>		12	
12 Accounts payable . . . . .		13	
13 Contributions, gifts, grants, etc., payable . . . . .		14	
14 Mortgages and notes payable (attach schedule) . . . . .		15	
15 Other liabilities (attach schedule) . . . . .		16	0
16 <b>Total liabilities</b> . . . . .			
<b>Fund Balances or Net Assets</b>		17	17,113
17 Total fund balances or net assets . . . . .		18	17,113
18 <b>Total liabilities and fund balances or net assets</b> (add line 16 and line 17)			

If there has been any substantial change in any aspect of the organization's financial activities since the end of the period shown above, check the box and attach a detailed explanation. ☐

**Schedule B** **Organizations Described in Section 501(c)(4) (Civic leagues, social welfare organizations (including posts, councils, etc., of veterans' organizations not qualifying or applying for exemption under section 501(c)(19)) or local associations of employees.)**

- 1 Has the Internal Revenue Service previously issued a ruling or determination letter recognizing the applicant organization (or any predecessor organization listed in question 4, Part II of the application) to be exempt under section 501(c)(3) and later revoked that recognition of exemption on the basis that the applicant organization (or its predecessor) was carrying on propaganda or otherwise attempting to influence legislation or on the basis that it engaged in political activity? ☐ Yes ☒ No

If "Yes," indicate the earliest tax year for which recognition of exemption under section 501(c)(3) was revoked and the IRS district office that issued the revocation.

- 2 Does the organization perform or plan to perform (for members, shareholders, or others) services, such as maintaining the common areas of a condominium; buying food or other items on a cooperative basis; or providing recreational facilities or transportation services, job placement, or other similar undertakings? ☐ Yes ☒ No

If "Yes," explain the activities in detail, including income realized and expenses incurred. Also, explain in detail the nature of the benefits to the general public from these activities. (If the answer to this question is explained in Part II of the application (pages 2, 3, and 4), enter the page and item number here.)

- 3 If the organization is claiming exemption as a homeowners' association, is access to any property or facilities it owns or maintains restricted in any way? ☐ Yes ☐ No

If "Yes," explain.

N/A

- 4 If the organization is claiming exemption as a local association of employees, state the name and address of each employer whose employees are eligible for membership in the association. If employees of more than one plant or office of the same employer are eligible for membership, give the address of each plant or office.

N/A

**2020 ACTION FUND, INC. - EIN 26-3506765**  
**IRS FORM 1024, APPLICATION FOR RECOGNITION OF EXEMPTION UNDER SECTION 501(A)**

**ATTACHMENT #1**

**CONTENTS**  
**NARRATIVE INFORMATION**

**ATTACHMENT #1**

**SUPPORTING INFORMATION FOR FORM 1024**

**PART II, ITEM 1, ACTIVITIES AND OPERATIONAL INFORMATION**

As stated in the Articles of Organization, the Corporation will engage in the following activities: (i) educating the public on current issues that relate to, or that may have an impact on, public health and sustainable development, and (ii) promoting the development and implementation of sustainable economic systems, through the use of media and publicly available communications, that will be, at all times, consistent with the charitable and educational purposes permitted by Section 501(c)(4) of the Internal Revenue Code.

More specifically, the Corporation will engage the general public and policymakers, consistent with the program expenditure requirements set forth in Section 501(c)(4) of the Internal revenue Code, on the urgent need to promote clean energy in the context of climate protection and sustainable economic development. The bulk of the engagement will come in the form of media communications, including but not limited to: (1) paid, non-targeted, issue advocacy advertisements promoting certain types of clean energy and/or clean energy policies; (2) paid, targeted issue advocacy advertisements aimed at certain groups of policymakers or regulators; and in some cases, (3) paid, express advocacy, electioneering communications designed to influence the outcome of an election, consistent with the Corporation's exempt purpose. Specific examples of each type of communication include:

- (1) A paid, non-targeted, issue advocacy advertisement in a newspaper or online showcasing the fact that other countries are outspending the United States on the research and development of clean energy. The advertisement would not be aimed at any legislative individual or process, explicitly or implicitly (i.e. timing), and would be designed for the sole purpose of elevating the issue in the general sense.
- (2) A paid, targeted issue advocacy advertisement in a newspaper or online highlighting an important issue to the development of clean energy during the public debate about the issue. Some of these media communications will qualify as grassroots lobbying under the Internal Revenue Code, based on timing and specificity, while others may be qualified as general issue advocacy (similar to Example #1 above) by virtue of the fact they are not specific enough or proximate enough to a legislative process or decision to qualify as lobbying. Records will be kept to differentiate these outcomes.
- (3) A paid, express advocacy electioneering communication in a newspaper, online or on television criticizing the policies of a selected candidate for public office. The advertisement would highlight certain votes or positions, and in some cases will call on certain actions by voters. This type of communication would not qualify as any type of lobbying under the Internal Revenue Code, but would qualify (subject to limited exceptions) as political activity within the constraints delineated by the Internal Revenue Code, discussed below.



In addition to its media communications, the Corporation will conduct some issue analysis for the purpose of: (1) informing its strategies with regard to promoting clean energy and sustainable development; (2) helping other groups (e.g. NGOs) make informed decisions about clean energy; (3) highlighting trends in the development of clean energy that should be mitigated or preserved. The Corporation intends to make this information available to partnering organizations free of charge (i.e. it does not anticipate selling this information at this time, as access to this type of information is one of the missing pieces of sound decision making among these types of groups). The Corporation also intends to create “earned media” opportunities. For example, the organization may take a clean energy issue to a specific press outlet (e.g. LA Times) for the purpose of convincing a writer to write a story on the issue (as differentiated from “paid media,” in the form of paid media communications like a 1-page advertisement). This type of media requires substantial preparation and time commitment because the desired outcome depends largely on the strength of the issue itself, and how it is presented to the respective media outlet.

As discussed, the Corporation will conduct activities that are, at all times, consistent with the charitable and educational purposes permitted by Section 501(c)(4) of the Internal Revenue Code. We are aware that there are strict limitations on the amount of electioneering activities conducted by 501(c)(4) organizations, and anticipate that no more than 50 percent of our activities will constitute electioneering activity, as defined by the Internal Revenue Code. To ensure that each media communication is consistent with the Corporation’s exempt purpose, and compliant with Internal Revenue Code, each media/public awareness campaign will be reviewed by a Steering Committee on the following grounds: (1) veracity; (2) consistency with exempt purpose; (3) prospect to create a sustained public understanding of the issue; and, (4) classification under and consistency with the Internal Revenue Code. Any proposal that does not meet the core principle of the 2020 Action Fund to promote economic and environmental sustainability will not be executed. Records of all media communications will be kept for the purpose of classification, including cost, date initiated and executed and type of communication.

To date, the Corporation has conducted limited activities. Shortly after its founding in 2008, the Corporation launched a pilot project to test the efficacy of one of the media communication types discussed above. It raised and spent roughly \$50,000 on the following activities: (1) market and political research to identify the primary opponents to clean energy policy (~ \$10,000); (2) assessments of potential partners and outlets for its media communications in several marketplaces (~ \$5,000); (3) securing and working with a local consultant on media strategies in the target marketplace (~ \$5,000); (4) designing and building the television advertisement (~ \$8,000); (5) securing the media buy in compliance with all reporting requirements, including FEC (~ \$22,000). Since then, the Corporation has hired a paid analyst (at roughly \$5,000/month) to conduct internal issue analysis, messaging work and some fundraising activity. The contractor will also help with other non-political activities, including but not limited to the earned media clean energy campaigns discussed above.

**2020 ACTION FUND, INC. - EIN 26-3506765**

**IRS FORM 1024, APPLICATION FOR RECOGNITION OF EXEMPTION UNDER SECTION 501(A)**

The Corporation plans to be more active in 2010, depending on the success of the fundraising effort over the next several months. Our goal is to raise roughly \$200,000-\$300,000, expending a majority of the contributions on a combination of the types of media communications mentioned above. As discussed, we are aware of the limitations on electioneering activity imposed by IRC. We anticipate some electioneering work in the form of media, but not in excess of 50 percent of activities.

The majority of the activities described above will be conducted by the officers of the Corporation and other persons who volunteer their time and efforts to its educational cause, in coordination with the one paid contractor assisting with organizational and strategic operations. As such, any time committed to the Corporation by the officers or volunteers will not exceed one-third of any officer's professional service time. The paid contractor assisting with organizational and strategic operations will be the only employee working more than one-third time. None of the officers or directors are receiving compensation at this time, and there are no plans to remunerate officers or directors for time or expenses. The Corporation will manage an interactive Web site to both inform the public and build support for future activities.

The activities described above will be directed primarily from the Corporation's offices in Boston, Massachusetts, but as stated above, the Corporation will use media and other publicly available communications (such as Internet, radio, print publications) to educate the public on issues pertaining to sustainable development. Those communications will likely disseminate information nationally, using largely electronic means of communication and coordination.

The activities described above further the exempt purposes of the organization by: (1) bringing issues related to clean energy and sustainable development directly to the general public and policymakers in an attempt to elevate the public discourse on these issues, largely through the paid, non-targeted media communications discussed above; and, (2) putting pressure on policymakers and the political process to make clean energy part of the general political discourse. The Corporation will seek to detail issues that are often overlooked by the press and policymakers, but that nonetheless impact great numbers of people.

As discussed above, the activities of the Corporation will be funded with donations from the public.

**STATEMENT ON LOBBYING AND POLITICAL ACTIVITY**

As discussed, the Corporation will participate in issue advocacy, grassroots lobbying, and to a limited degree, electioneering activity. The bulk of its work will be dedicated to educating the public and elevating the issue of clean energy into the everyday political and public discourse in the United States via issue advocacy media communications and some grassroots lobbying. The Corporation will maintain a separate account for electioneering activities, and will at all times remain compliant with all limitations in IRC Section 501(c)(4), including but not limited to political activity.

The Corporation has spent roughly \$22,000 on electioneering activities (express advocacy) to date. It has spent more than this amount on other activities, including but not limited to general analytical work related to clean energy, strategy, messaging and fundraising. All electioneering expenditures made to date are appropriate for a 501(c)(4) social welfare organization in accordance with all applicable provisions of the Internal Revenue Code, including but not limited to Federal Election Commission (FEC) rules regarding electioneering communications and other forms of issue advocacy. All electioneering expenditures made in the future will be appropriate for a 501(c)(4) social welfare organization in accordance with all applicable provisions of the Internal Revenue Code, including but not limited to Federal Election Commission (FEC) rules regarding electioneering communications and other forms of issue advocacy. The Corporation's directors are aware of the evolving legal landscape on express advocacy for 501(c)(4) social welfare organizations, and the history of the general prohibition on using corporate or labor funds to conduct many types of election-related work. The directors are committed to updating its activities in accordance with any changes in federal or state law, subsequent agency rulings, as well as FEC regulations. As a general matter, the Corporation anticipates relying almost completely on individuals, rather than corporations and/or labor groups, to support its program activities. As such, it expects to be only tangentially affected by changes in election law with regard to corporations and labor.

**PART II, ITEM 5, CONNECTION WITH OTHER ORGANIZATIONS**

The Corporation has a close connection with the 2020 Project, Inc., a not-for-profit 501(c)(3) organization (EIN # 26-2268871). There is a close connection by virtue of the following:

- 1) The two organizations were founded by the same people at roughly the same time. The 2020 Project, Inc. received tax-exempt status under Section 501(c)(3) of the Internal Revenue Code on April 20<sup>th</sup>, 2009. The founders of 2020 Project, Inc. are R. Brooke Coleman, Miles Cooley and William Kheel. These three individuals are also the individuals submitting this application for exemption. As such, the Corporation and the 2020 Project, Inc. were founded by the same people at roughly the same time.
- 2) The directors of the two organizations are the same. The directors of 2020 Project, Inc. are R. Brooke Coleman, Miles Cooley and William Kheel. These three individuals are also the directors of the Corporation submitting this application for exemption. As such, the directors of the two organizations are the same.
- 3) The two organizations have similar mission statements. The 2020 Project, Inc. educates the public on current issues relating to public health and sustainable development, and promotes the development and implementation of sustainable, economic systems through the use of media and publicly available communications. As such, both organizations promote public health and sustainable development through the use of targeted media communications.

**2020 ACTION FUND, INC. - EIN 26-3506765**

**IRS FORM 1024, APPLICATION FOR RECOGNITION OF EXEMPTION UNDER SECTION 501(A)**

The primary difference between the two organizations is that the 2020 Project, Inc. does not participate in activities that carry on propaganda or otherwise attempt to influence legislation, and does not participate or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office. As such, the 2020 Project, Inc. does not participate in political or electioneering activities, whereas a portion of the activities conducted by the Corporation will be considered electioneering activity under the Internal Revenue Code and FEC regulations. The directors of the two organizations are aware of the restrictions governing 501(c)(3) and 501(c)(4) organizations, particularly with regard to electioneering and lobbying activities, and have therefore adopted by-laws that reflect the limitations on support and financial resources articulated by the Internal Revenue Code, and at all times maintain separate records, accounting and activities. To date, there has not been any resource sharing among the two entities, aside from volunteer time commitments from the common directors. The directors do not expect any resource sharing to occur. None of the directors draw income from either organization.

**On the following page we describe our Officers and Directors, who will be carrying out our exempt-purpose activities.**

**WHO WILL CARRY OUT OUR ACTIVITIES**

**R. BROOKE COLEMAN, BOARD MEMBER, PRESIDENT**

Mr. Coleman has been an advocate for clean energy development and climate protection for more than ten years. He is a member of the Massachusetts State Bar and has founded several organizations, including most recently the New Fuels Alliance, which is his primary place of work and source of income. Mr. Coleman will direct all phases of program implementation of the Corporation, which will involve executing public awareness campaigns on issues related to sustainable development. He has appointed and continues to work with a Steering Committee, which will review and oversee the design and implementation of the public awareness campaigns. The Corporation is operated as a side project based on voluntary service; Mr. Coleman does not receive compensation for his duties.

**MILES M. COOLEY, BOARD MEMBER, TREASURER**

As a member of the California Bar, Mr. Cooley has represented a wide range of companies, from small cap to Fortune 50, in addition to several well-known artists and entertainers. Mr. Cooley also has an active pro bono practice, working closely with the Lawyers Committee for Civil Rights to protect voting rights in the 2004 and 2006 national elections, with Los Angeles Urban League on various matters involving community empowerment, as well as representing Spanish-speaking clients in adoption proceedings for Public Counsel. He serves on the Board of Trustees of the Lawyers Committee for Civil Rights, the Board of Directors of both the John Burton Foundation and Peace for Kids, organizations dedicated to the empowerment and betterment of the lives of at-risk foster youth. Mr. Cooley will provide legal expertise and program guidance. He will also review major transactional decisions and oversee Steering Committee meetings as needed. He will not receive compensation for his duties.

**WILLIAM KHEEL, BOARD MEMBER**

Mr. Kheel has worked with several nonprofit organizations, including Earthpledge Foundation in New York City, Nurture New York's Nature Foundation, and Punta Cana Ecological Foundation, a nonprofit dedicated to the sustainable development in the Dominican Republic and the recent recipient of the Premio Brugal award, the country's top award for a nonprofit organization. Mr. Kheel recently completed the Web site for the movie "Summer in the Cage," a documentary about bi-polar disorder. Mr. Kheel is a graduate of Wesleyan University, United Digital Artists, the Parsons School of Design and the University of Puerto Rico (Rio Piedras). As an interactive media consultant, Mr. Kheel will provide guidance on matters related to media outreach and preparation. Mr. Kheel will not receive compensation for his duties.

**2020 ACTION FUND, INC. - EIN 26-3506765**

**IRS FORM 1024, APPLICATION FOR RECOGNITION OF EXEMPTION UNDER SECTION 501(A)**

**ARTICLES OF ORGANIZATION**

**AND**

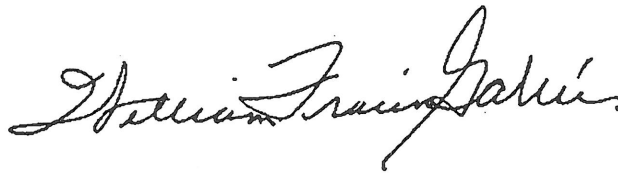
**BYLAWS**

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THE COMMONWEALTH OF MASSACHUSETTS

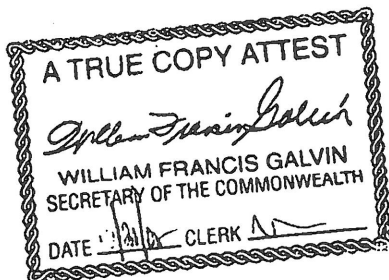
I hereby certify that, upon examination of this document, duly submitted to me, it appears that the provisions of the General Laws relative to corporations have been complied with, and I hereby approve said articles; and the filing fee having been paid, said articles are

deemed to have been filed with me on:  
October 08, 2008 7:05 PM



WILLIAM FRANCIS GALVIN

*Secretary of the Commonwealth*





**The Commonwealth of Massachusetts**  
**William Francis Galvin**

Secretary of the Commonwealth  
One Ashburton Place, Boston, Massachusetts 02108-1512  
Telephone: (617) 727-9640

Special Instructions

**Articles of Organization**  
**(General Laws, Chapter 180)**

Federal Identification Number: 263506765

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**ARTICLE I**

The name of the corporation is:  
2020 ACTION FUND, INC.

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**ARTICLE II**

The purpose of the corporation is to engage in the following business activities:

THIS CORPORATION HAS BEEN FORMED IN ORDER TO EDUCATE THE PUBLIC ON CURRENT ISSUES THAT RELATE TO, OR MAY HAVE AN IMPACT ON, PUBLIC HEALTH AND SUSTAINABLE DEVELOPMENT, AND TO PROMOTE THE DEVELOPMENT AND IMPLEMENTATION OF SUSTAINABLE ECONOMIC SYSTEMS, THROUGH THE USE OF VARIOUS COMMUNICATION MEDIA, INCLUDING, BUT NOT LIMITED TO, BROADCAST MEDIA, INTERNET-BASED MEDIA, AND PRINTED PUBLICATIONS.

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**ARTICLE III**

A corporation may have one or more classes of members. If it does, the designation of such classes, the manner of election or appointments, the duration of membership and the qualifications and rights, including voting rights, of the members of each class, may be set forth in the by-laws of the corporation or may be set forth below:

THIS CORPORATION SHALL HAVE NO MEMBERS.

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**ARTICLE IV**

Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or members, or of any class of members, are as follows: *(if there are no provisions state "NONE")*



THIS CORPORATION IS ORGANIZED AND OPERATED EXCLUSIVELY FOR EDUCATIONAL AND CHARITABLE PURPOSES WITHIN THE MEANING OF SECTION 501(C)(4) OF THE INTERNAL REVENUE CODE OF 1986 OR THE CORRESPONDING PROVISION OF ANY FUTURE FEDERAL TAX CODE.

THE PROPERTY OF THIS CORPORATION IS IRREVOCABLY DEDICATED TO EDUCATIONAL AND CHARITABLE PURPOSES, AND NO PART OF THE NET EARNINGS OF THE CORPORATION MAY BENEFIT ANY PRIVATE SHAREHOLDER OR INDIVIDUAL.

ON THE DISSOLUTION OR WINDING UP OF THE CORPORATION, ITS ASSETS REMAINING AFTER PAYMENT OF, OR PROVISION FOR PAYMENT OF, ALL DEBTS AND LIABILITIES OF THIS CORPORATION, SHALL BE DISTRIBUTED TO A NONPROFIT FUND, FOUNDATION OR CORPORATION WHICH IS ORGANIZED AND OPERATED EXCLUSIVELY FOR EDUCATIONAL OR CHARITABLE PURPOSES AND WHICH HAS ESTABLISHED ITS TAX-EXEMPT STATUS UNDER SECTIONS 501(C)(3) OR 501(C)(4) OF THE INTERNAL REVENUE CODE OF 1986 OR THE CORRESPONDING PROVISION OF ANY FUTURE FEDERAL TAX CODE.

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**Note:** The preceding four (4) articles are considered to be permanent and may **ONLY** be changed by filing appropriate Articles of Amendment.

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#### ARTICLE V

The by-laws of the corporation have been duly adopted and the initial directors, president, treasurer and clerk or other presiding, financial or recording officers, whose names are set out on the following page, have been duly elected.

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#### ARTICLE VI

The effective date of organization of the corporation shall be the date approved and filed by the Secretary of the Commonwealth. If a *later* effective date is desired, specify such date which shall not be more than *thirty days* after the date of filing.

**Later Effective Date:**

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#### ARTICLE VII

The information contained in Article VII is not a permanent part of the Articles of Organization

**a. The street address (post office boxes are not acceptable) of the principal office of the corporation in Massachusetts is:**

**No. and Street:** 17 MORLEY STREET

**City or Town:** ROXBURY

**State:** MA

**Zip:** 02119-1552

**Country:** USA

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**b. The name, residential address and post office address of each director and officer is as follows:**  
(A president, treasurer, clerk, and at least one director are required.)

**Title: PRESIDENT** **Expiration of Term: OCT 15, 2009**

**First Name: R** **Middle Name: BROOKE** **Last Name: COLEMAN**

**Residential Address: 17 MORLEY STREET**

**City: ROXBURY** **State: MA** **Zip: 02119-1552**

**Country: USA**

**Post Office Address: 17 MORLEY STREET**

**City: ROXBURY** **State: MA** **Zip: 02119-1552**

**Country: USA**

**Title: TREASURER** **Expiration of Term: OCT 15, 2009**

**First Name: R** **Middle Name: BROOKE** **Last Name: COLEMAN**

**Residential Address: 17 MORLEY STREET**

**City: ROXBURY** **State: MA** **Zip: 02119-1552**

**Country: USA**

**Post Office Address: 17 MORLEY STREET**

**City: ROXBURY** **State: MA** **Zip: 02119-1552**

**Country: USA**

**Title: CLERK** **Expiration of Term: OCT 15, 2009**

**First Name: R** **Middle Name: BROOKE** **Last Name: COLEMAN**

**Residential Address: 17 MORLEY STREET**

**City: ROXBURY** **State: MA** **Zip: 02119-1552**

**Country: USA**

**Post Office Address: 17 MORLEY STREET**

**City: ROXBURY** **State: MA** **Zip: 02119-1552**

**Country: USA**

**Title: DIRECTOR** **Expiration of Term: OCT 15, 2009**

**First Name: R** **Middle Name: BROOKE** **Last Name: COLEMAN**

**Residential Address: 17 MORLEY STREET**

**City: ROXBURY** **State: MA** **Zip: 02119-1552**

**Country: USA**

**Post Office Address: 17 MORLEY STREET**

**City: ROXBURY** **State: MA** **Zip: 02119-1552**

**Country: USA**

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c. The fiscal year (i.e., tax year) of the corporation shall end on the last day of the month of: December

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d. The name and business address of the resident agent, if any, of the corporation is:

Name: R. BROOKE COLEMAN

No. and Street: 17 MORLEY STREET

City or Town: ROXBURY

State: MA

Zip: 02119-1552

Country: USA

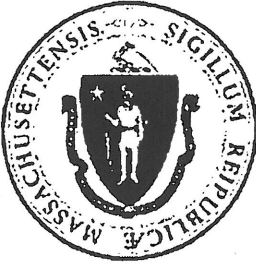
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I/We, the below signed incorporator(s), do hereby certify under the pains and penalties of perjury that I/we have not been convicted of any crimes relating to alcohol or gaming within the past ten years. I/We do hereby further certify that to the best of my/our knowledge the above-named officers have not been similarly convicted. If so convicted, explain:

IN WITNESS WHEREOF AND UNDER THE PAINS AND PENALTIES OF PERJURY, I/we, whose signature(s) appear below as incorporator(s) and whose name(s) and business or residential address(es) are beneath each signature do hereby associate with the intention of forming this corporation under the provisions of General Law, Chapter 180 and do hereby sign these Articles of Organization as Incorporator(s) this 8 Day of October, 2008

*(If an existing corporation is acting as incorporator, type in the exact name of the corporation, the state of other jurisdiction where it was incorporated, the name of the person signing on behalf of said corporation and the title he/she holds or other authority by which such action is taken.)*

JOSHUA WAGNER, 413 WESTERN DRIVE #15, SANTA CRUZ, CA 95060-3078



**The Commonwealth of Massachusetts**  
**William Francis Galvin**

Date: Wednesday,  
October 08, 2008

**PAYMENT CONFIRMATION**

Confirmation DateTime	10/8/2008 7:06:46 PM
Confirmation Number	87809Z
Invoice Number	03000130064340130853419
Payment Id	1805023
Transaction Id	6434013
Entity Name	2020 ACTION FUND, INC.
Transaction Category	Nonprofit Corporation
Description	Articles of Organization

Filing Fee	\$35.00
Expedited Service Fee	\$5.00
Total Fee	\$40.00

Your payment has been successfully processed and your application has been forwarded to our office for approval by the Secretary of the Commonwealth. If your application is rejected for any reason we will contact you immediately.

Please note that for security reasons all payment information is stored within a strictly controlled network environment. The connection between our network and the Internet is protected by a firewall and all payment information that is stored in our system is heavily encrypted to ensure the security of your transaction.

If you have any questions or concerns you may contact our office at (617) 727-9640 or e-mail our support desk at [corpinfo@sec.state.ma.us](mailto:corpinfo@sec.state.ma.us)

**Thank You for using our online service.**

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◆ 2000 Secretary of the Commonwealth

# **CORPORATE BYLAWS**

## **OF**

### **2020 Action Fund, Inc.,**

**A Corporation Organized for Charitable and Certain Other Purposes Pursuant to Chapter 180 of the General Laws of the Commonwealth of Massachusetts**

#### **1. NAME AND OFFICES OF THE CORPORATION; REGISTERED AGENT**

**1.1 Name.** The name of this corporation is 2020 Action Fund, Inc. (the “Corporation”). The Corporation was organized under Chapter 180 of the General Laws of the Commonwealth of Massachusetts (together with those provisions contained in Chapter 156B of the General Laws of the Commonwealth of Massachusetts that are also applicable to this Corporation pursuant to Section 10C of Chapter 180, (the “Massachusetts Charitable Corporations Act”).

**1.2 Location of Principal Office.** The principal office for the transaction of the activities and affairs of the Corporation will be located at 17 Morley Street, Roxbury, Massachusetts 02119. No change in the principal office of the Corporation shall be effective until a certificate of such change specifying the street address of its new principal office located within the Commonwealth of Massachusetts signed under penalties of perjury by the clerk of the Corporation, or an annual report specifying the street address of its new principal office located within the Commonwealth of Massachusetts, has been filed with the state secretary.

**1.3 Location of Other Offices.** The Board may at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to conduct its activities.

**1.4 Designation of Registered Agent.** R. Brooke Coleman shall be the registered agent for the Corporation, unless and until a successor registered agent has been duly appointed by the Board of Directors and such appointment has been duly registered with the Commonwealth of Massachusetts. The address of the principal office of the Corporation has been designated as the address of the registered agent.

#### **2. PURPOSES FOR WHICH THE CORPORATION WAS ORGANIZED**

The purposes for which the Corporation is organized are exclusively charitable and educational within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986, as amended from time to time (the “Internal Revenue Code”), or the corresponding provision of any future provision of the Internal Revenue Code relating to the organization of tax-exempt corporations. To this end, the Corporation shall engage in charitable and educational activities designed to educate the public on issues and matters related to environmental and economic sustainability.

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Such activities shall include, but not be limited to, (i) educating the public on current issues that relate to, or that may have an impact on, public health and sustainable development, and (ii) promoting the development and implementation of sustainable, economic systems, through the use of media and publicly available communications that will be, at all times, consistent with the charitable, scientific and educational purposes permitted by Section 501(c)(4) of the Internal Revenue Code.

No part of the Corporation's net earnings will inure to the benefit of any private shareholder or individual.

### **3. MEMBERS**

**3.1 No Members.** The Corporation shall have no members. Any action which would otherwise require approval by a majority of all members or approval by the members shall require only approval of the Board. All rights which would otherwise vest in the members shall vest in the directors.

**3.2 Voting Requirements.** To the extent that the Massachusetts Charitable Corporations Act requires or permits any action to be taken by the members of a nonprofit corporation, such action shall be taken by action or vote of the same percentage of directors of the Corporation, unless these bylaws, as they may be amended from time to time, require the action or vote of a higher percentage of directors.

### **4. BOARD OF DIRECTORS**

#### **4.1 Powers of Directors.**

(a) **General Corporate Powers.** Subject to the provisions and limitations of the Massachusetts Charitable Corporations Act any other applicable laws, the activities, business, and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board.

(b) **Specific Powers.** Without prejudice to the general powers set forth in Section 4.1(a) of these Bylaws, but subject to the same limitations, the Board shall have the following powers in addition to other powers enumerated in these Bylaws:

(i) to select and remove at the pleasure of the Board, all officers, agents, and employees; to prescribe powers and duties for them as may be consistent with law, the Articles of Organization, and these Bylaws; to fix their compensation; and to require from them security for faithful service;

(ii) to conduct, manage, and control the affairs and activities of the Corporation and make such rules and regulations for this purpose, consistent with law, the Articles of Organization, and these Bylaws, as they may deem best;

(iii) to adopt and use a corporate seal, and alter the form of seal; and

(iv) to borrow money and incur indebtedness on behalf of the Corporation, and cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

(c) **Delegation of Management.** The Board may delegate the management of the day-to-day activities of the Corporation to any officer, employee or Board committee, however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate power shall be exercised under the ultimate direction of the Board. The Board shall supervise all activities undertaken by officers, employees or committees to ensure that the Corporation's affairs are managed appropriately and that the Corporation is meeting its obligations to donors, constituents and legal authorities.

**4.2 Number of Directors.** The initial Board shall consist of more than one (1), but not more than five (5), directors. Thereafter, the authorized number of directors may be increased or decreased with the affirmative vote of a majority of the directors then-serving on the Board, and these Bylaws will be amended to reflect such change.

**4.3 Election, Designation, and Term of Office.** All directors shall be elected at each annual meeting of the Board by a majority of the directors serving at the time of the election. Each director shall serve until the next annual meeting of the Board and until a successor has been duly elected and qualified.

**4.4 Vacancies on Board.**

(a) **Events Causing Vacancy.** A vacancy or vacancies on the Board shall exist on the occurrence of the following: (i) the death or resignation of any director; (ii) the increase of the authorized number of directors, as permitted by Section 4.2, or (iii) the removal of a director pursuant to Section 4.4(c) hereof.

(b) **Resignations.** Except as provided below, any director may resign by giving written notice to the chair of the Board, if any, or to the Executive Director or the secretary. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a director's resignation is effective at a later time, the Board may elect a successor to take office as of the date when the resignation becomes effective. No director may resign if the Corporation would then be left without a duly elected director or directors.

(c) **Removal.** A director may be removed for cause at a special meeting, duly called and at which a quorum is present, by a majority vote of the directors then in office.

(d) **Filling Vacancies.** Vacancies on the Board may be filled by a majority of the directors then in office, whether or not less than a quorum, or by a sole remaining director.

(e) **No Vacancy on Reduction of Number of Directors.** No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

#### **4.5 Directors' Meetings.**

(a) **Place of Meetings.** Regular or special meetings of the Board may be held at any place within or outside the Commonwealth of Massachusetts that the Board may designate or, if not so designated, meetings shall be held at the Corporation's principal office. Notwithstanding the above provisions of this Section, a regular or special meeting of the Board may be held at any place consented to in writing by all directors, either before or after the meeting. If such consents are given, they shall be filed with the minutes of the meeting.

(b) **Meetings by Telephone; Etc.** Any meeting may be held by conference telephone or similar communication equipment, as long as all directors participating in the meeting can hear one another, or as otherwise permitted by applicable law. All such directors participating by means of conference telephone or similar means shall be deemed to be present in person at such a meeting.

(c) **Annual Meeting.** The Board shall hold an annual meeting for the purpose of organization, selection of directors and officers, and the transaction of other business.

(d) **Other Regular Meetings.** Other regular meetings of the Board may be held without call or notice at such time and place as the Board shall fix from time to time.

#### **(e) Special Meetings.**

(i) **Authority To Call.** Special meetings of the Board for any purpose may be called at any time by the Chair of the Board, if any, the President, the Secretary or any two directors.

#### **(ii) Notice.**

a. **Manner of Giving Notice.** Notice of the time and place of special meetings shall be given or delivered by the Corporation's Secretary or other officer to each director by one of the following methods: (1) by written notice, delivered either by first-class mail, postage prepaid, by personal delivery or by an overnight, reputable commercial courier service, such as Federal Express or UPS; (2) by written notice delivered by facsimile or electronic mail; (3) by telephone, either directly to the director or to a person at the director's office who would reasonably be expected to communicate that notice promptly to the director; (4) by telegram, charges prepaid; or (5) by any other manner permitted by applicable law. All such notices shall be given or sent to the director's address, electronic mail address, facsimile telephone number or telephone number, as shown on the records of the Corporation.



b. **Time Requirements.** Notices of special meetings of the Board sent by first-class mail shall be deposited in the United States mails at least four (4) days before the time set for the meeting. Notices given by personal delivery, overnight courier, facsimile, telephone, telegraph or other electronic manner permitted by applicable law shall be delivered, sent by electronic mail, telephoned, given to the telegraph company, or otherwise transmitted at least 48 hours before the time set for the meeting.

c. **Notice Contents.** The notice of a special meeting of the Board shall state the time of the meeting, and the place if the place is other than the principal office of the Corporation. It may, but need not, specify the purpose of the meeting.

(f) **Quorum.** At any meeting of the Board, a majority of the directors then in office shall constitute a quorum for the transaction of business, except to adjourn. Every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be the act of the Board. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

(g) **Waiver of Notice.** Notice of a meeting need not be given to any director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any director who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him or her. Any waiver of a notice of a special meeting need not state the purpose of the special meeting.

(h) **Adjournment.** A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

(i) **Notice of Adjourned Meeting.** Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the directors who were not present at the time of the adjournment.

**4.6 Action Without a Meeting.** Any action that the Board is required or permitted to take may be taken without a meeting, if all members of the Board, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. Such consents shall be filed with the minutes of the proceedings of the Board.

**4.7 Compensation and Reimbursement.** Directors and members of committees shall receive no compensation for their services as directors, but may receive just and reasonable reimbursement for expenses in attending meetings.

#### **4.8 Committees.**

(a) **Committees of the Board.** The Board, by resolution adopted by a majority of the directors then in office, provided a quorum is present, may create one or more committees, each consisting of two or more directors then serving on the Board and no persons who are not directors, to serve at the pleasure of the Board. Such resolution shall state with specificity the nature of the matters delegated to such committee. Appointments to committees of the Board shall be by majority vote of the directors then in office. The Board may appoint one or more directors as alternate members of any such committee, who may replace any absent member at any meeting. Any such committee, to the extent provided in the Directors resolution, shall have all authority of the Board, except that no committee, regardless of Board resolution, may:

- (1) fill vacancies on any committee that has the authority of the Board;
- (2) fix compensation of the directors for serving on the Board or on any committee;
- (3) amend or repeal Bylaws or adopt new Bylaws;
- (4) amend or repeal any Board resolution that by its express terms is not so amendable or repealable;
- (5) create any other committees of the Board or appoint members of committees of the Board; or
- (6) approve any contract or transaction to which the Corporation is a party and in which one or more of its directors has a material financial interest.

(b) **Meetings and Action of Committees.** Meetings and actions of committees of the Board shall be governed by, held, and taken in accordance with the provisions of these Bylaws concerning meetings and other Board actions, except that the time for regular meetings of such committees and the calling of special meetings of such committees may be determined either by Board resolution or, if there is none, by resolution of the committee of the Board. Minutes of each meeting of any committee of the Board shall be kept and shall be filed with the corporate records. The Board may adopt rules for the government of any committee that are consistent with these Bylaws or, in the absence of rules adopted by the Board, the committee may adopt such rules.

#### **5. OFFICERS**

**5.1 Officers Of the Corporation.** The officers of the Corporation shall be a President, a Treasurer, a Secretary, a Clerk, and such other officers as the Board, from time to time, may appoint pursuant to Section 5.2 hereof. In the absence of any resolution appointing a Chair of the Board, the President shall serve in such capacity, presiding over all meetings of the Board and exercising such authority as granted to the Chair by these Bylaws. Any number of offices may be held by the same person.

**5.2 Election of Officers.** The officers of the Corporation shall be chosen annually by the Board and each shall serve at the pleasure of the Board, subject to the rights, if any, of any officer under any contract of employment.

**5.3 Removal of Officers.** Without prejudice to any rights of an officer under any contract of employment, any officer may be removed, with or without cause, by the Board or by an officer on whom the Board may confer that power of removal.

**5.4 Resignation of Officers.** Any officer may resign at any time by giving written notice to the Corporation. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

**5.5 Vacancies in Offices.** A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to that office, provided that such vacancies shall be filled as they occur and not on an annual basis.

**5.6 Responsibilities of Officers.**

(a) **Chair of the Board.** If a Chair of the Board is elected, he or she shall preside at Board meetings and shall exercise and perform such other powers and duties as may be assigned by the Board or prescribed by the Bylaws.

(b) **President.** Subject to such supervisory powers as the Board may give to the Chair of the Board, if any, the President shall, subject to the control of the Board, be the general manager of the Corporation and shall supervise, direct, and control the business, activities, affairs and the officers of the Corporation. The President shall preside, in the absence of the Chair of the Board or if no Chair has been appointed, at all Board meetings. The President shall have such other powers and duties as the Board or the Bylaws may prescribe.

(c) **Treasurer.** The Treasurer shall: Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors. Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever. Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements. Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefor. Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports. In general, perform all duties incident to the office of Treasurer and such other duties as may be

required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

(d) **Secretary.**

(i) **Book of Minutes.** The secretary shall keep or cause to be kept, at the Corporation's principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board, or committees of the Board. The minutes of meetings shall include the time and place of holding, whether the meeting was general or special and, if special, how authorized, the notice given, the names of those present at Board and committee meetings. The Secretary shall keep or have kept at the principal office in Massachusetts, a copy of the Articles of Incorporation and Bylaws, as amended to date.

(ii) **Notices, Seal, and Other Duties.** The secretary shall give, or cause to be given, notice of all meetings of the Board, and of committees of the Board required by the Bylaws to be given. The secretary shall keep the corporate seal in safe custody, and shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe.

(e) **Clerk.** As required by the Massachusetts Profitable Corporations Act required, the Board of Directors shall appoint an individual to serve as the Clerk. The Clerk shall be a resident of the Commonwealth of Massachusetts and shall be authorized to perform all duties as required by the Massachusetts Profitable Corporations Act, including, but not limited to, serving as the resident agent of the Corporation, as well as those duties delegated to him or her by the Board of Directors. The Clerk of the Corporation shall prepare, for review by the Board of Directors, and file all annual reports of the Corporation required to be filed with the Massachusetts Attorney General by Chapter 12, Section 8F, of the General Laws of Massachusetts.

## **6. INDEMNIFICATION**

**6.1 Definitions.** For the purpose of this Section 6, "agent" means any person who is or was a director, officer, employee, or other agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or who is or was serving at the request of the Corporation in a capacity with respect to any employee benefit plan, or was a director, officer, employee, or agent of a foreign or domestic corporation which was a predecessor corporation of the Corporation or of another enterprise at the request of such predecessor corporation; "proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative, or investigative; and "expense" includes, without limitation, attorneys' fees and any expenses of establishing a right to indemnification under Sections 6.5 or 6.5(b) of these Bylaws.

**6.2 Indemnification in Actions by Third Parties.** The Corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the Corporation to procure a judgment in its favor, or an action brought by the Attorney General for any breaches of trust or for any alleged failure by the Corporation, its directors or officers to apply said funds to charitable purposes, as

permitted by Chapter 12, Section 8H of the General Laws of Massachusetts), by reason of the fact that such person is or was an agent of the Corporation, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the Corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the Corporation or that the person had reasonable cause to believe that person's conduct was unlawful.

**6.3 Indemnification in Actions by or in the Right of the Corporation.** The Corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action brought (i) by or in the right of the Corporation, or (ii) by the Attorney General for any breaches of trust or for any alleged failure by the Corporation, its directors or officers to apply said funds to charitable purposes, as permitted by Chapter 12, Section 8H of the General Laws of Massachusetts, to procure a judgment in its favor by reason of the fact that such person is or was an agent of the Corporation against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of the Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section 6.3:

(a) in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable to the Corporation in the performance of such person's duty to the Corporation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine;

(b) of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or

(c) of expense incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval, unless it is settled with the approval of the Attorney General.

**6.4 Indemnification Against Expenses.** To the extent that an agent of the Corporation has been successful on the merits in defense of any proceeding referred to in Sections 6.2 or 6.3 of these Bylaws or in defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

**6.5 Required Determinations.** Except as provided in Section 6.4 of these Bylaws any indemnification under this Section 6 shall be made by the Corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Sections 6.2 or 6.3 of these Bylaws, by:

(a) a majority vote of a quorum consisting of directors who are not parties to such proceeding; or

(b) the court in which such proceeding is or was pending upon application made by the Corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney, or other person is opposed by the Corporation.

**6.6 Advance of Expenses.** Expenses incurred in defending any proceeding may be advanced by the Corporation prior to the final disposition of such proceeding upon receipt of a written undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Section 6.

**6.7 Other Indemnification.** No provision made by the Corporation to indemnify its directors or officers for the defense of any proceeding, whether contained in the Articles, Bylaws, a resolution of directors, an agreement, or otherwise, shall be valid unless consistent with this Section 6. Nothing contained in this Section 6 shall affect any right to indemnification to which persons other than such directors and officers may be entitled by contract or otherwise.

**6.8 Forms of Indemnification Not Permitted.** No indemnification or advance shall be made under this Section 6, except as provided in Sections 6.4 or 6.5, in any circumstances where it appears:

(a) that it would be inconsistent with a provision of the Articles, these Bylaws, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

(b) that it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

**6.9 Insurance.** To the extent permitted by law, the Corporation shall have power to purchase and maintain insurance on behalf of any agent of the Corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the Corporation would have the power to indemnify the agent against such liability under the provisions of this Section 6.



## **7. CONFLICT OF INTERESTS POLICY**

**7.1 Disclosure of Financial Interest.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence and nature of his or her financial interest to the Board of Directors of the Corporation and any relevant committee members. For this purpose, an "interested person" shall include any director, officer, or member of a committee of the Corporation, or an entity affiliated with the Corporation who has a direct or indirect financial interest in a proposed transaction. A financial interest shall include: (a) an ownership or investment interest in any entity with which the Corporation has a proposed transaction or arrangement; (b) a compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a proposed transaction or arrangement; and (c) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement. A director or member of a committee shall not be deemed to have a possible conflict of interest solely by reason of serving, or having served, on the Board of any corporation affiliated with the Corporation.

**7.2 Recusal and Investigation.** After disclosure by the interested person of his or her financial interest, the interested person shall leave the Board or committee meeting while the transaction, arrangement or matter in which the interested person has a financial interest is discussed and voted upon. The remaining directors or committee members shall decide if a conflict of interest exists. If a conflict of interest exists, the following procedures shall be followed: (a) the Chairman of the Board shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement; (b) after exercising due diligence, the directors or committee shall determine whether the Corporation could obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest; and (c) if a more advantageous transaction or arrangement is not reasonably attainable, the directors or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interests and for its own benefit and whether the transaction is fair and reasonable to the Corporation and shall decide as to whether to enter into the transaction or arrangement in conformity with such determination.

**7.3 Failure to Disclose.** If a director or committee member has reasonable cause to believe that an interested person has failed to disclose actual or possible conflicts of interest, he shall inform the interested person of the basis of such belief and afford the interested person an opportunity to explain the alleged failure to disclose. If, after hearing the response of the member and making such further investigation as may be warranted in the circumstances, the directors or committee determine that the interested person has in fact failed to disclose an actual or possible conflict of interest, the directors shall take appropriate steps to protect the Corporation.

**7.4 Record of Actions.** The minutes of the Board and all relevant committees shall contain the following: (a) the names of persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the directors' or committee's decision as to whether a conflict of interest in fact existed; and (b) the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

**7.5 Compensation.** Special procedures shall be in effect with respect to compensation issues. A voting member of the Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

**7.6 Annual Statements.** Each interested person shall annually sign a statement that affirms that such person (a) has received a copy of the conflicts of interest policy, (b) has read and understands the policy, (c) has agreed to comply with the policy, and (d) understands that the Corporation is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes. This policy shall be reviewed annually for the information and guidance of members of the Board, and any new member shall be advised of the policy upon entering on the duties of his office. In addition, the Corporation shall conduct periodic reviews of its activities, including any transactions or arrangements with interested persons, to ensure that its activities in the aggregate promote and further the Corporation's exempt purposes.

## **8. RECORDS AND REPORTS**

**8.1 Maintenance of Corporate Records.** The Corporation shall keep:

- (a) Adequate and correct books and records of account;
- (b) Written minutes of all proceedings of its Board, and committees of the Board; and
- (c) Copies of all forms of written consent executed by the directors in lieu of holding a regular or special meeting.

**8.2 Inspection by Directors.** Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Corporation for a purpose reasonably related to the director's interests as a director.



## **9. ENDORSEMENT OF DOCUMENTS; CONTRACTS**

Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance, or other instrument in writing and any assignment or endorsement thereof executed or entered into between the Corporation and any other person when signed by the President, and the Secretary or Clerk of the Corporation shall be valid and binding on the Corporation in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the same. Any such instruments may be signed by any other person or persons and in such manner as from time to time shall be determined by the Board, and, unless so authorized by the Board, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose.

## **10. CONSTRUCTION AND DEFINITIONS**

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the Charitable Corporation Act shall govern the construction of these Bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular and the term "person" includes both a legal entity and a natural person.

## **11. AMENDMENTS**

New Bylaws may be adopted, or these Bylaws may be amended or repealed, by approval of the Board.

### OFFICER'S CERTIFICATION OF BYLAWS

I hereby certify that I am the sole incorporator and duly elected and acting President of 2020 Action Fund, Inc., a Massachusetts nonprofit corporation, and that the foregoing Bylaws, consisting of thirteen pages, constitute the Bylaws of such corporation as duly approved by the undersigned acting, in my capacity as the sole incorporation, and as later ratified, adopted and approved by resolution of the Board effective as of October \_\_, 2008.

IN WITNESS WHEREOF, I have hereunto subscribed my name effective as of the \_\_\_\_ day of October, 2008.

COPY

---

R. Brooke Coleman  
President

Internal Revenue Service  
P.O. Box 2508 - Room XXXX  
Cincinnati, Ohio 45201

Department of the Treasury

Date: March 22, 2011

2020 Action Fund ,Inc.  
P.O.Box 962186  
Boston, MA 02196-2186

Employer Identification Number:  
26-3506765  
Person to Contact - Group #:7880

Mrs. R. Medley  
ID# 52-0274473  
Contact Telephone Numbers:  
410-962-9529 Phone  
410-962-0133 FAX  
Response Due Date:  
April 15, 2011

Dear Sir or Madam:

We need more information before we can complete our consideration of your application for exemption. Please provide the information requested on the enclosure by the response due date shown above. Your response must be signed by an authorized person or an officer whose name is listed on your application. Also, the information you submit should be accompanied by the following declaration:

*Under penalties of perjury, I declare that I have examined this information, including accompanying documents, and, to the best of my knowledge and belief, the information contains all the relevant facts relating to the request for the information, and such facts are true, correct, and complete.*

To facilitate processing of your application, **please attach a copy of this letter to your response.** This will enable us to quickly and accurately associate the additional documents with your case file.

If we do not hear from you within that time, we will assume you no longer want us to consider your application for exemption and will close your case. As a result, the Internal Revenue Service will treat you as a taxable entity. If we receive the information after the response due date, we may ask you to send us a new application.

In addition, if you do not respond to the information request by the due date, we will conclude that you have not taken all reasonable steps to complete your application for exemption. Under Code section 7428(b)(2), you must show that you have taken all the reasonable steps to obtain your exemption letter under IRS procedures in a timely manner and exhausted your administrative remedies before you can pursue a declaratory judgment. Accordingly, if you fail to timely provide the information we need to enable us to act on your application, you may lose your rights to a declaratory judgment under Code section 7428.

Letter 1312 (TEDS)

Name  
FIN

If you have any questions, please contact the person whose name and telephone number are shown in the heading of this letter.

Sincerely yours,

*Mrs. R. Medley*

Mrs. R. Medley  
Exempt Organizations Specialist

Enclosure: Information Request

1. Please explain specifically the electioneering activities you plan to engage in.
2. Will your organization directly lobby congress? If so, explain the specific issues you will lobby and how often .
3. The application also indicates that there will be one paid employee. Please provide the name , qualifications and copy of employment contract for that individual. What will be their specific duties.

PLEASE DIRECT ALL CORRESPONDENCE REGARDING YOUR CASE TO:

US Mail:

Internal Revenue Service  
Exempt Organizations  
P. O. Box 13163  
Baltimore, MD 21203  
ATT: Mrs. R. Medley  
Room 1420  
Group 7880

Street Address:

Internal Revenue Service  
Exempt Organizations  
31 Hopkins Plaza  
Baltimore, MD 21201  
ATT: Mrs. R. Medley  
Room 1420  
Group 7880

To: Ms. Medley  
410-962-0133

From: Brooke Coleman  
cell: 857 719 9766

pages: 4 (including cover)

Internal Revenue Service  
P.O. Box 2508 - Room XXXX  
Cincinnati, Ohio 45201

Department of the Treasury

Date: March 22, 2011

Employer Identification Number:  
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Person to Contact - Group #:7880

2020 Action Fund, Inc.  
P.O.Box 962186  
Boston, MA 02196-2186

Mrs. R. Medley  
ID# 52-0274473

Contact Telephone Numbers:

410-962-9529 Phone

410-962-0133 FAX

Response Due Date:

April 15, 2011

*extended  
to 4/12*

Dear Sir or Madam:

We need more information before we can complete our consideration of your application for exemption. Please provide the information requested on the enclosure by the response due date shown above. Your response must be signed by an authorized person or an officer whose name is listed on your application. Also, the information you submit should be accompanied by the following declaration:

*Under penalties of perjury, I declare that I have examined this information, including accompanying documents, and, to the best of my knowledge and belief, the information contains all the relevant facts relating to the request for the information, and such facts are true, correct, and complete.*

To facilitate processing of your application, **please attach a copy of this letter to your response.** This will enable us to quickly and accurately associate the additional documents with your case file.

If we do not hear from you within that time, we will assume you no longer want us to consider your application for exemption and will close your case. As a result, the Internal Revenue Service will treat you as a taxable entity. If we receive the information after the response due date, we may ask you to send us a new application.

In addition, if you do not respond to the information request by the due date, we will conclude that you have not taken all reasonable steps to complete your application for exemption. Under Code section 7428(b)(2), you must show that you have taken all the reasonable steps to obtain your exemption letter under IRS procedures in a timely manner and exhausted your administrative remedies before you can pursue a declaratory judgment. Accordingly, if you fail to timely provide the information we need to enable us to act on your application, you may lose your rights to a declaratory judgment under Code section 7428.

Letter 1312 (TEDS)

Page 2

Name  
FIN

If you have any questions, please contact the person whose name and telephone number are shown in the heading of this letter.

Sincerely yours,

*Mrs. R. Medley*Mrs. R. Medley  
Exempt Organizations Specialist

Enclosure: Information Request

1. Please explain specifically the electioneering activities you plan to engage in.
2. Will your organization directly lobby congress? If so, explain the specific issues you will lobby and how often .
3. The application also indicates that there will be one paid employee. Please provide the name , qualifications and copy of employment contract for that individual. What will be their specific duties.

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US Mail:

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Exempt Organizations  
P. O. Box 13163  
Baltimore, MD 21203  
ATT: Mrs. R. Medley  
Room 1420  
Group 7880

Street Address:

Internal Revenue Service  
Exempt Organizations  
31 Hopkins Plaza  
Baltimore, MD 21201  
ATT: Mrs. R. Medley  
Room 1420  
Group 7880

**Responses to IRS Inquiry dated March 22, 2011**

**2020 Action Fund**  
**P.O. Box 962186**  
**Boston, MA 02196-2186**

*IRS Question 1: Please explain specifically the electioneering you plan to engage in.*

The 2020 Action Fund will engage in limited, if any, electioneering activities because a recent U.S. Supreme Court case ("*Citizens United*") changed U.S. electioneering law. The 2020 Action Fund has received legal advice that the best way to participate in electioneering activities is through what are commonly referred to as "Super PACs." To illustrate, the 2020 Action Fund was founded, in part, to participate in electioneering activities. The electioneering activities were to include, in some cases, express advocacy for or against a particular candidate via media communications (such as television or radio advertisements). In 2010, in the wake of *Citizens United*, some of the potential donors to 2020 Action Fund decided to start a SuperPAC called Accountability 2010 (FEC ID C00489641) to execute its electioneering during the 2010 election cycle. As such, the 2020 Action Fund did not engage in electioneering activities during this period. At this point, it appears that 2020 Action Fund's political activities will be limited to research and other preparatory work for elections. For example, it may review upcoming primaries for the purpose of identifying key swing elections. In general, the only thing that is clear is 2020 Action Fund will not be engaging in electioneering activities to the degree (if at all) anticipated under former law.

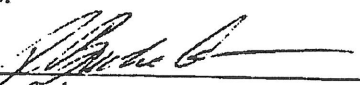
*IRS Question 2: Will your organization directly lobby congress? If so, explain the specific issues you will lobby and how often?*

The organization has not engaged in lobbying to date, and has no plans to directly lobby congress.

*IRS Question 3: The application also indicates that there is one paid employee. Please provide the name, qualifications and copy of employment contract for that individual. What will be their specific duties.*

The organization does not currently have any paid employees. We did hire an independent contractor to help develop strategy for the organization in April 2010. Her name is Elizabeth Adams. She resides at 436 Main Street, Norwich, VT 05055. We did not prepare or use an employment contract to memorialize the agreement between the 2020 Action Fund and Mrs. Adams. She was paid a monthly stipend of \$5,000 plus expenses. She decided to stop working for 2020 Action Fund in December 2010 to spend more time with her family. Ms. Adams has a deep background in organizational development, including stints at the Trust for Public Land and the Student Conservation Association. She was brought on to help form the organization, organize meetings and correspondence, network the concept, and introduce us to potential supporters.

*Under penalties of perjury, I declare that I have examined this information, including accompanying documents, and, to the best of my knowledge and belief, the information contains all the relevant facts relating to the request for the information, and such facts are true, correct and complete.*

Signed:   
R. Brooke Coleman  
President, 2020 Action Fund

Date: 4-22-11